

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE JOHNSON & JOHNSON DERIVATIVE LITIGATION	Civil Action No. 10-2033 (FLW)
IN RE JOHNSON & JOHNSON FCPA SHAREHOLDER DERIVATIVE LITIGATION	Civil Action No. 11-2511 (FLW)
COPELAND v. PRINCE, <i>et al.</i>	Civil Action No. 11-4993 (FLW)

**DECLARATION OF KAREN L. MORRIS IN
RESPONSE TO LETTER ORDER DATED OCTOBER 9, 2012**

I, Karen L. Morris, hereby declare:

1. I am a partner in the firm of Morris and Morris LLC Counselors At Law. I am submitting this declaration in response to the Court's Letter Order, dated October 9, 2012 (Action 10-2033, ECF No. 218, the "Letter Order"). I am over the age of 21, have personal knowledge of the facts stated herein, and, if sworn as a witness, can competently testify to the facts stated herein.

2. I submitted the Declaration of Karen L. Morris in Support of Award of Agreed Upon Attorney's Fees and Reimbursement of Expenses (ECF No. 192-6) which included as Exhibit 1 a Lodestar Category Breakdown chart for my firm (the "Chart").

3. In accordance with the Letter Order, in response to the directive of the Court with regard to Category 3 of the Chart to identify (i) each motion, (ii) the counsel who worked on that motion, and (iii) the number of hours spent by each attorney on that motion, I provide the following information:

Motion	Attorneys from firm who worked on motion and number of hours worked
Work on draft motion to consolidate and appoint counsel for Calamore Group as lead counsel.	Karen Morris – 5.75 hr Patrick Morris – 0.75 hrs R. Michael Lindsey – 9.5 hrs
Work on draft opposition to motion filed by counsel for Minneapolis Firefighters' Relief Association ("MFRA") Group for appointment as lead counsel (ECF No. 23).	Karen Morris – 11.0 hr Patrick Morris – 12.5 hrs R. Michael Lindsey – 31.0 hrs
Work on motion to consolidate and appoint counsel for Calamore Group and MFRA Group ("Moving Plaintiffs") as lead counsel (ECF No. 34).	Karen Morris – 16.25 hr Patrick Morris – 19.5 hrs R. Michael Lindsey – 12.75 hrs
Work on Moving Plaintiffs' opposition (ECF No. 45) to motion for appointment of lead counsel filed by counsel for Hawaii Laborers Pension Fund (ECF No. 28) and Carpenters Pension Fund of West Virginia (ECF No. 35).	Karen Morris – 24.0 hr Patrick Morris – 20.25 hrs R. Michael Lindsey – 26.0 hrs
Work on Moving Plaintiffs' opposition (ECF No. 59) to Demand Plaintiffs' motion to intervene (ECF No. 42); review of Hawaii Laborers opposition (ECF No. 48) and Carpenters Pension opposition (ECF No. 35) to Moving Plaintiff's motion for appointment of lead counsel; work on letter to Court and revised proposed PTO (ECF No. 63).	Karen Morris – 33.25 hr Patrick Morris – 24.5 hrs R. Michael Lindsey – 74.0 hrs
Preparation and attendance at October 8, 2010 conference in Judge Wolfson's chambers regarding lead structure for demand futility actions.	Karen Morris – 19.25 hr (attended) Patrick Morris – 20.5 hrs (attended) R. Michael Lindsey – 26.0 hrs
Work on Demand Futility Plaintiffs' opposition (ECF No. 114) to defendants' motion to dismiss (ECF No. 105).	Karen Morris – 27.5 hr Patrick Morris – 74.75 hrs R. Michael Lindsey – 2 hrs
Work on Demand Futility Plaintiffs' sur-reply (ECF No. 128) to defendants' reply brief (ECF No. 124).	Karen Morris – 17.25 hr Patrick Morris – 24.25 hrs
Work on Demand Futility Plaintiffs' Supplemental Brief (ECF No. 156) in response to Special Committee Report (ECF No. 149-1); preparation for and attendance at oral argument on motion to dismiss.	Karen Morris – 16.5 hr (attended) Patrick Morris – 28.0 hrs (attended) R. Michael Lindsey – 7.0 hrs

4. In accordance with the Letter Order, I provide the following information as directed by the Court regarding Category 6 of the Chart: (i) the date of each settlement meeting, (ii) whether such meeting was in-person or telephonic, and (iii) for in-person meetings, who from my firm attended such meetings. In addition, as Category 6 includes significant other work

performed in connection with and in support of the settlement negotiations, I also provide a brief description of the scope and nature of that additional work.

- a. August 17, 2011: In-person meeting at Sidley Austin's New York offices, with Karen Morris attending from my firm.
- b. November 22, 2011: In-person meeting at Sidley Austin's New York offices, with Karen Morris and Patrick Morris attending from my firm.
- c. December 2, 2011: In-person meeting at Patterson Belknap's New York offices, with Karen Morris attending from my firm.
- d. December 9, 2011: In-person meeting at Sidley Austin's New York offices, with Karen Morris and Patrick Morris attending from my firm.
- e. January 18, 2012: In-person meeting at Sidley Austin's New York offices, with Karen Morris and Patrick Morris attending from my firm.
- f. January 26, 2012: Telephonic conference between J&J (Kristen Seeger) and Karen Morris from my firm.
- g. February 16, 2012: In-person meeting at McElroy, Deutsch's New Jersey offices, with Karen Morris and Patrick Morris attending from my firm.
- h. March 9, 2012: Telephonic conference between J&J (Kristen Seeger) and Karen Morris from my firm.
- i. March 19, 2012: Telephonic conference between J&J (Eric Haas) and Karen Morris from my firm.
- j. May 14, 2012: multiple telephonic conferences between J&J (Kristen Seeger and/or Eric Haas) and Karen Morris and/or Patrick Morris from my firm.
- k. May 15, 2012: multiple telephonic conferences between J&J (Kristen Seeger and Eric Haas) and Karen Morris and/or Patrick Morris from my firm.
- l. May 17, 2012: telephonic conference between J&J (Kristen Seeger and Eric Haas) and Karen Morris from my firm.
- m. May 21, 2012: telephonic conference between J&J (Eric Haas) and Karen Morris from my firm.

- n. May 22, 2012: telephonic conference between J&J (Eric Haas) and Karen Morris from my firm.
- o. May 22, 2012: telephonic conference between J&J (Kristen Seeger and Eric Haas) and Patrick Morris from my firm.
- p. May 24, 2012: Telephonic conference between J&J (Kristen Seeger) and Karen Morris from my firm.
- q. May 29, 2012: Telephonic conference between J&J (Kristen Seeger and Eric Haas) and Karen Morris from my firm.

5. Other major tasks performed by attorneys in my firm that were included within Category 6, undertaken between November 1, 2011 and May 31, 2012 included: (i) significant work in preparation for each of the settlement meetings and telephonic conferences; (ii) close coordination (including in-person meetings and telephone conferences) with demand futility plaintiffs' pharmaceutical expert, Dr. Glass, related to the review and analysis of defendants' settlement proposals, and the design and drafting of counter-proposals; (iii) work in analyzing defendants' proposals and coordination among Co-Lead Demand Futility Counsel in the development and negotiation of our original proposals and/or counter-proposals; (iv) close coordination with Dr. Glass in advance of the February 16, 2012 meeting with J&J's Chief Quality Officer regarding Dr. Glass' presentation of plaintiffs' PRM Standard proposal; (v) review and analysis of comments from plaintiffs' governance and compliance expert, Mr. Harvey Pitt, regarding the proposed provisions of Exhibit A; and (vi) significant work drafting, negotiating and revising the terms and conditions of the Stipulation of Settlement, Exhibit A "Governance Reforms" and Exhibit B "Governance Enhancements and Changes."

I declare under the penalties of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on October 11, 2012, at Wilmington, Delaware.

A handwritten signature in black ink, appearing to read 'Karen L. Morris', written over a horizontal line.

KAREN L. MORRIS